Registration of a Charge

Company name: Austim Care (UK) Limited

Company number: 03997337

Received for Electronic Filing: 10/11/2015



Details of Charge

Date of creation: 06/11/2015

Charge code: 0399 7337 0019

Persons entitled: HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED

Brief description:

Contains fixed charge(s).

Contains floating charge(s) (floating charge covers all the property or

undertaking of the company).

Contains negative pledge.

Authentication of Form

This form was authorised by: a person with an interest in the registration of the charge.

Authentication of Instrument

Certification statement: I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT

TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION

FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.

Certified by: CLIFFORD CHANCE LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 3997337

Charge code: 0399 7337 0019

The Registrar of Companies for England and Wales hereby certifies that a charge dated 6th November 2015 and created by Austim Care (UK) Limited was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 10th November 2015.

Given at Companies House, Cardiff on 11th November 2015

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006





SECURITY ACCESSION DEED

To: H-BC Corporate Trustee Company (UK) Limited as Security Agent

November A+0 65.

THIS DEED is made on 6 July 2015 by the parties listed in Schedule 1 (The New Chargors) of this Deed (each a "New Chargor") in relation to the debenture originally dated 29 Jun; 2012 (as supplemented by supplemental deeds of charge dated 17 July 2014 and 29 June 2 Li) entered into by the Chargors (as defined therein) in favour of HSBC Corporate Trustee Company (UK) Limited as chargee (the "Debenture") in respect of the senior term loan and revolving facilities agreement dated 8 June 2012 (as amended and restated by supplemental agreements dated 16 January 2014, 17 July 2014 and 29 June 2015) between, among at others, Listrac Mideo Limited as parent and guarantor, Listrac Bideo Limited as borrower and guarantor, HSBC Bank PLC as Agent, the Security Agent and the financial institutions anamed therein as lenders (the "Senior Facilities Agreement").

Terms de ined in the Debenture shall have the same meanings when used in this Deed.

Each New Chargor hereby confirms that, as from the date of this Deed, it intends to be a party to the Debenture as a Chargor, undertakes to perform all the obligations expressed in the Debenture to be assumed by a Chargor and agrees that it shall be bound by all the provisions of the Debenture, as if it had been an original party to the Debenture.

Details of certain of the assets of each New Chargor which are subject to the security constituted by the Debenture are set out in the Schedules to this Deed.

This Lee I and any non-contractual obligations arising out of or in connection with it are governed by English law.

This Dier is a Finance Document under the Senior Facilities Agreement.

SCHEDULE 1

THE NEW CHARGORS

Name of Acceding Guarantor	Registration number	Jurisdiction of Incorporation
Autism Care (Bedford) Limited	08809155	England and Wales
Autism Care (North West) Limited	04298661	England and Wales
Autism Care (Properties) Limited	02785715	England and Wales
Autism Care (UK) Holdings Limited	09031726	England and Wales
Autism Care (UK) Limited	03997337	England and Wales
Autism Care Properties (2) Limited	06511089	England and Wales
Autism Care UK (2) Limited	07266463	England and Wales
Autism Care UK (3) Limited	07762575	England and Wales
Autism Care UK (4) Limited	07884044	England and Wales
Burgess Care Limited	03156981	England and Wales
Care LIK Learning Disabilities Services Limited Ling Ambitions Limited As-	02622175 ES-	England and Wales
Living Ambitions Limited Howelvolge Two United An	Ely, Wall Lad Ola	England and Wales

SCHEDULE 2

DETAILS OF SHARES

Chargor	Name of company in which shares are held	Name of nominee (if any) by whom shares are	Class of shares held	Number of shares held
Autism Care (UK) Holdings Limited	Autism Care (North West) Limited	held N/A	Ordinary shares of £1.00	100
Autism Care (UK) Holdings Limited	Autism Care (UK) Limited	N/A	Ordinary shares of £1.00	750
Autism Care (UK) Holdings Limited	Burgess Care Limited	N/A	Ordinary shares of £1.00	1,000
Autism Care (UK) Holdings Limited	Autism Care Properties (2) Limited	N/A	Ordinary shares of £1.00	i.
Autism Care (UK) Holdings Limited	South Wales Care Ltd	N/A	Ordinary shares of £1.00	100,087
Autism Care (UK) Limited	Autism Care (Bedford) Limited	N/A	Ordinary shares of £1.00	1
Autism Care (UK) Limited	Autism Care UK (4) Limited	N/A	Ordinary shares of £1.00	1
Autism Care (UK) Limited	Autism Care (Properties) Limited	N/A	Ordinary shares of £1.00	4
Autism Care Properties (2) Limited	Autism Care UK (2) Limited	N/A	Ordinary shares of £1.00	ı
Autism Care Properties (2) Limited	Autism Care UK (3) Limited	N/A	Ordinary shares of £1.00	
Autism Care Properties (2) Limited	Hailsham Investments Limited	N/A	Ordinary shares of £1.00	1

SCHEDULE 3

DETAILS OF MATERIAL REAL PROPERTY

rties (2) ed m Care rties (2)	Rother Heights Alexandra Park	Rother Crescent, Treeton, Rotherham S60 5QY	number SYK 297835
m Care rties (2)	Alexandes Park		
ed	Privatita i ark	Alexandra Way, Newbiggin-by-the Sea NE64 6JG	ND 157495
ilitics Ses	Whitwood Grange	Whitwood Lane, Castleford, West Yorkshire WF10 5QD	WYK 721497, WYK 580364, WYK 880370
— UK ing Hities seo-	Grosvenor Avenue	89 Grosvenor Avenue, Carshalton, Sutton SM3 3EN	SGL 167487
	Victoria Avenue	63 Victoria Avenue, Wallington, Sutton SM6 7JP	SY 211063 & SGL 588337
ing illition	Guildford Road 330a	Guildford Road, Bisley, Surrey GU24 9AD	SY 636864
UK iing iilitios oos	Guildford Road 330	Guildford Road, Bisley, Surrey GU24 9AD	SY 589197
	UK- ing illities ed UK ing illities ed UK ing illities ed UK ing illities	UK Whitwood Grange Silities Grange WK Grosvenor Avenue Willies Grange WK Victoria Avenue WK Guildford Road 330a Silities Grange WK Guildford Road 320a WK Guildford Road 320a	Whitwood Whitwood Lane, Castleford, West ing Grange Yorkshire WF10 5QD WK Grosvener 89 Grosvenor Avenue, Carshalton, Sutton ing Avenue SM3 3EN WK Victoria Avenue 63 Victoria Avenue, Wallington, Sutton SM6 7JP WK Guildford Road Guildford Road, Bisley, Surrey GU24 330a Guildford Road, Bisley, Surrey GU24 OAD

SCHEDULE 4

DETAILS OF ACCOUNTS

65	Chargor	Account Sort Code IBAN Number	Account Name	Bank
Living AMAH	* }		Care UK	HSBC
wifed	Looming		Learn Dis	Bank
Att	Disabilities		Servs LTD	pic
	Somious	anta ante de Miterior de Comentación de la Miteriori de La Comentación de Miteriori de La Comentación de la Co La comentación de Co		4,147,17
65	Limited			and all services.
Living Autim	Nanc tik		Care UK	HSBC
مدر المعانسي	eremining.		Learn Dis	Bank
**** ****	Disabilities		Servs LTD	plc
	Bervices	de production de la company		
(5)	Limited	terior participanti de la transportación de la transportación de la transportación de la composition de la tra La transportación de la tr	were the second of the second	* ****
Livery Market	, C are UK			HSBC
· art-ed			Learn Dis	Bank
ATO	Disabilitie s		Servs LTD	pic
	Service s			
(3)	Limited		Homebridge	HSBC
Homelwidge	Livin		LTD	Bank
Two Carifed	Ambitions		1.13 1.2	plc
A+0				Pro
•	(formerly			
	Homebridge*			
	Autism Care		Autism Care	HSBC
	(North West)		North West	Bank
	Limited		The state of the s	ple
	Autism Care		Autism Care	
	(North West)	<u> </u>	North West	Bank
	Limited			
	Autism Care		Autism Care	HSBC
	(UK)		UK	Bank
	Limited			plc
	Autism Care		Autism Care	Lloyds
	(UK)	•	UK	Bank
	Limited		n de la companya de La companya de la co	plc
	Burgess Care		Burgess Care	HSBC
	Limited	ente. Description de la companya de la com		Bank
			₩ <u>*</u>	plc
	Burgess Care		Burgess Care	Lloyds
	Limited			Bank
			Kuthan Pan	plc Lloude
	Autism Care		Autism Care Properties 2	Lloyds Bank
	Properties		riopeines 2	plc
	(2) Limited		Autism Care	
	Autism Care		Bedford	Bank
	(Bedford)		armula va vi	plc
	Limited		Autism Care	
	Autism Care		Bedford	Bank
	(Bedford) Limited		外,严禁以免卖者 驾驶等 电唇	plc
	Later et North	taga. Panggaran ngananan na manggarang na garang na manggarang na sa		
		and the second of the second o		

Chargor	Account Sort Code IBAN Number	Account Name	Bank
Autism Care		Autism Care	- 1
UK (4)		UK 4	Bank
Limited		M Assissa	plc
Autism Care UK (4)		Autism Care UK 4	Lloyds Bank
Limited (4)		VIX "T	plc
Autism Care		Autism Care	HSBC
(Properties)		Properties	Bank
Limited			plc
Autism Care		Autism Care	
(Properties)		Properties	Bank
Limited			plc
Autism Care		Autism Care	
UK (2) Limited		UK 2	Bank plc
Autism Care		Autism Care	
UK (2)		UK 2	Bank
Limited	and the contract of the contra		plc
Autism Care		Autism Care	HSBC
UK (3)		UK 3	Bank
Limited	<u>and the second </u>		plc
Autism Care		Autism Care	
UK (3)		UK 3	Bank
Limited			plc

SCHEDULE 5

DETAILS OF INTELLECTUAL PROPERTY

None at the date of this Deed.

EXECUTED as a DEED

by AUTISM CARE (BEDFORD) LIMITED

Signature of Director

Name of Director

in the presence of:

Signature of witness
Name of witness
Address of witness
Occupation of witness

Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED



Signature of Director

Name of Director

in the presence of:

Signature of witness

Name of witness

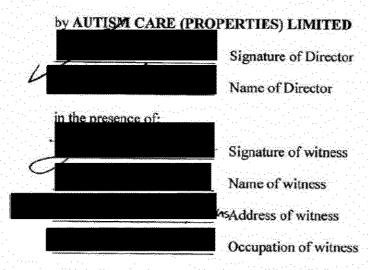
Address of witness

Occupation of witness

Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

EXECUTED as a DEED

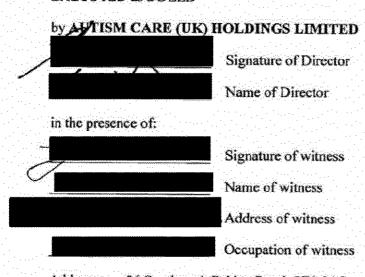


Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

Attention: Kevin Franklin

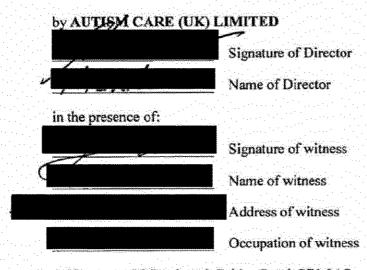
EXECUTED as a DEED



Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

EXECUTED as a DEED

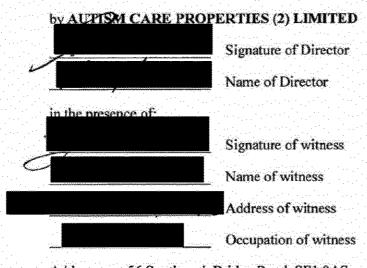


Address: 56 Southwark Bridge Road, SEI 0AS

Fax: + 44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED



Address: 56 Southwark Bridge Road, SEI 0AS

Fax: + 44 (0)207 620 3821

EXECUTED as a **DEED**



Signature of Director

Name of Director

in the presence of:

Signature of witness

Name of witness

Address of witness

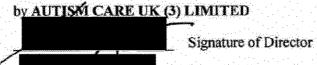
Occupation of witness

Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED



Name of Director

in the presence of:

Signature of witness

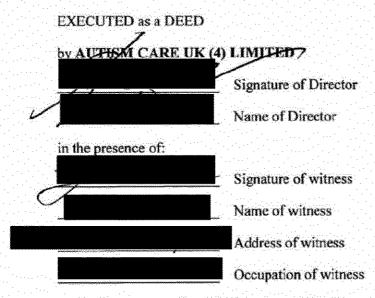
Name of witness

Address of witness

Occupation of witness

Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821



56 Southwark Bridge Road, SEI 0AS Address:

Fax: +44 (0)207 620 3821

Kevin Franklin Attention:

EXECUTED as a DEED



Name of Director

in the presence of:

Signature of witness

Name of witness Address of witness

Occupation of witness

56 Southwark Bridge Road, SEI 0AS Address:

+ 44 (0)207 620 3821 Fax:

EXECUTED as a DEED

LIVING AMBITIONS LIMITED MAD

by CARE PICLEARNING DISABILITIES SERVICES LIMITED

Signature of Director

Name of Director

in the presence of:

Signature of witness

Name of witness

Address of witness

Occupation of witness

Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

Attention: Kevin Franklin

EXECUTED as a DEED

HOMEBRINGE TWO LIMITED ATO 65

by LIVING AMBITTONS LIMITED

Signature of Director

Name of Director

in the presence of:

Signature of witness

Name of witness

Address of witness

Occupation of witness

Address: 56 Southwark Bridge Road, SEI 0AS

Fax: +44 (0)207 620 3821

The Security Agent

HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED

By:

Address:

8 Canada Square

London E14 5HQ

Fax:

+44 (0)20 7991 4350

Attention: CTLA Trustee Services Administration